

IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA

ANDREW GILES, Individually	)	
and on Behalf of All Others	)	
Similarly Situated,	)	
	)	
Plaintiff,	)	Case No. 1:17-cv-00482-WO-JLW
	)	
v.	)	
	)	
BNC BANCORP, THOMAS R. SLOAN,	)	
JAMES T. BOLT JR., ABNEY S.	)	
BOXLEY III, RICHARD D.	)	
CALLICUTT II, JOSEPH M.	)	
COLTRANE, JR., CHARLES T.	)	
HAGAN III, ELAINE M. LYERLY,	)	
MATTHEW WALSH MCINNIS, W.	)	
SWOPE MONTGOMERY, JR., LENIN	)	
J. PETERS, JOHN S. RAMSEY,	)	
JR., THOMAS R. SMITH, ROBERT	)	
A. TEAM, JR., G. KENNEDY	)	
THOMPSON, D. VANN WILLIFORD,	)	
RICHARD F. WOOD, and PINNACLE	)	
FINANCIAL PARTNERS, INC.,	)	
	)	
Defendants.		

**STIPULATION FOR ORDER CLOSING CASE FOR ALL PURPOSES**

WHEREAS, on May 25, 2017, Plaintiff Andrew Giles ("Plaintiff") filed a putative Class Action Complaint for Violation of the Securities Exchange Act of 1934 (the "Complaint") in the above-captioned action (the "Action");

WHEREAS, the Action asserts claims for violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and Rule 14a-9 promulgated thereunder relating to disclosures made in a joint definitive proxy statement ("the Proxy Statement") filed with the United States Securities and Exchange Commission (the "SEC") on or around May 3, 2017, in connection with the proposed acquisition of BNC Bancorp ("BNC") by affiliates of Pinnacle Financial Partners, Inc. (the "Transaction");

WHEREAS, on June 2, 2017, BNC publicly filed an amendment to the Proxy Statement in a Form 8-K with the SEC that contained additional information regarding the Transaction (the "Supplemental Disclosures");

WHEREAS, on June 20, 2017, the parties to the Action entered into a Stipulation of Dismissal and [Proposed] Order ("Stipulation of Dismissal");

WHEREAS, on June 22, 2017, the Court entered the Stipulation of Dismissal, which dismissed the Action with prejudice as to Plaintiff only, and without prejudice as to all other members of the putative class, and retained

jurisdiction over the parties for the purpose of determining Plaintiff's anticipated fee and expense application;

WHEREAS, after filing the Stipulation of Dismissal, the parties negotiated the terms of an agreed-upon payment of attorneys' fees and expenses that have been fully paid to counsel for Plaintiff, thereby obviating the need for fee applications to be adjudicated by the Court;

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned attorneys for the respective parties:

1. This matter is fully resolved and no further issues remain in dispute, and the case file should be closed for all purposes;

2. The Court should no longer retain jurisdiction over this matter.

**IT IS SO STIPULATED**

Dated: September 1, 2017

Respectfully submitted,

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